

Hearing Date and Time: March 22, 2007, 10:00 a.m.
Objection Deadline: To Be Provided by the Court

BANNER & WITCOFF, LTD.
10 South Wacker Drive
Suite 3000
Chicago, Illinois 60606
312-463-5000
Charles W. Shifley
Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 300 AND 331, AND
HEARING ON MARCH 22, 2007, AND OBJECTION DEADLINE TO BE PROVIDED BY
THE COURT

PLEASE TAKE NOTICE that on November 30, 2006 Banner & Witcoff, Ltd., intellectual property counsel for Delphi Corporation, and a Retained Professional, filed a third interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. Sections 330 and 331, for the period from June 1, 2006 through September 30, 2006 together with the following exhibits: A, Summary sheet; B, Certification; C, Banner Retention Order; D, Shifley Affidavit; E and F, Banner engagement letters; G, H, I, and J, Banner Invoices; K, L, M, records of notices to those entitled to receive same; and N, proposed order on the application.


PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the application will be held on March 22, 2007, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the application must be made by such date and time as will be provided by the Court.

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Order under 11 U.S.C. Section 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses for Professionals will be considered by the Bankruptcy Court at the Hearing. If no objections to the application are timely made and served in accordance with the procedures set forth herein and in the Interim Order, the Bankruptcy Court may enter an order granting the application without further notice.

Dated: Chicago, Illinois
November 30, 2006

BANNER & WITCOFF, LTD.

By: 
Charles W. Shifley
Binal J. Patel
10 South Wacker Drive
Suite 3000
Chicago, Illinois 60606
(312) 463-5000

BANNER & WITCOFF, LTD.
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Charles W. Shifley
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Intellectual Property Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	: Chapter 11
DELPHI CORPORATION, et al.	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
-----X	

THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331

Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, submits this third interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§330 and 331 for the period from June 1, 2006 through September 30, 2006 ("the Application Period").

STATEMENT AT THE OUTSET PURSUANT TO GUIDELINES

Banner submits this interim application for (a) allowance of compensation for 141.9 hours of professional legal professional services provided by Banner to Delphi, in the amount of \$50,331.00 and (b) reimbursement of actual and necessary charges and

disbursements incurred by Banner in the amount of \$1,223.10, for a total of \$51,554.10, in the rendition of required legal, intellectual property professional services on behalf of Delphi in the time period of June 1, 2006 through September 30, 2006.

SUMMARY SHEET AND CERTIFICATION

A Summary Sheet is attached as Exhibit A. A Certification is attached as Exhibit B.

CONTINUED APPLICATION

In support of third interim application, Banner further represents as follows:

BACKGROUND

1. On October 8, 2005, Delphi and certain of its United States ("U.S.") subsidiaries (the "Initial Filers") filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). (On October 14, 2005, three additional U.S. subsidiaries of Delphi (collectively with the Initial Filers, the "Debtors") filed voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses as "debtors-in-possession" under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

RETENTION OF BANNER

2. On January 3, 2006, pursuant to an application dated December 6, 2005, the Bankruptcy Court entered an order titled "Order under 11 U.S.C. §§327(3) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. as Intellectual Property Counsel to Debtors ("Banner Retention Order"),"

(Docket No. 1708) Exhibit C, and thereby granted the Debtors' request to employ Banner as intellectual property counsel under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, with approval of such employment being effective as of the Petition Date, October 8, 2005.

EVENTS BEFORE THE APPLICATION PERIOD,
INCLUDING IDENTIFICATION OF LITIGATION THAT GIVES RISE TO THIS
APPLICATION AND BANNER'S TERMS AND CONDITIONS OF ENGAGEMENT
IN REPRESENTING DELPHI IN THE LITIGATION

3. Delphi is a defendant in two civil actions for patent infringement in which Banner lawyers have represented Delphi from before the Petition Date. These are (a) Automotive Technologies International, Inc. ("ATI") v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001), and (b) Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005). Together, these cases are routinely called the "ATI" cases by Banner.

4. Banner was retained to represent Delphi in the ATI cases by an exchange of letters of engagement described in paragraph 10 of an Affidavit of Charles W. Shifley filed in support of the application for retention of Banner, Exhibit D. See also Exhibits E and F, the subject letters of engagement. These letters reflect voluntary accommodations to Delphi including discounted rates and rates fixed over time.

5. Civil Action No. 04-72035 was stayed during the pendency of Appeal No. 06-1013 and remains stayed by District Court order.

6. Delphi has an indemnity agreement with General Motors Corporation implicated in the identified civil actions for patent infringement. Pursuant to the

agreement, at Delphi expense, Banner represents and has represented General Motors Corporation in these actions as well as Delphi.

EVENTS BEFORE THE APPLICATION PERIOD
CAUSING NECESSARY AND REASONABLE SERVICES AND DISBURSEMENTS

7. Between October 8, 2005 and May 31, 2006, Banner represented Delphi in necessary efforts in the identified appeal.

8. On November 14, 2005, Delphi served the appellate court and its opponent in the identified appeal with its Suggestion of Bankruptcy and Notice of Operation of Automatic Stay.

9. On November 22, 2005, the appellate court requested information whether the appeal should be stayed in total as to all parties and not just Delphi. Banner represented Delphi in responding.

10. On December 13, 2005, the appellate court issued an order temporarily staying briefing in the appeal and directing Delphi and its opponent to file status reports every sixty (60) days concerning whether this Bankruptcy Court has lifted the stay. Banner represented Delphi in response.

11. On January 13, 2006, Banner received a telephone call from a Federal Circuit mediation Co-ordinator, seeking mediation of the identified appeal. Through January 31, 2006, Banner represented Delphi and General Motors in response.

12. Between October 8 and January 31, 2005, and pursuant to employment by Delphi and Delphi's indemnity to General Motors Corporation, Banner actively represented General Motors in the identified appeal.

13. Pursuant to a court order in the appeal, Banner prepared and filed two 60 day status reports with the Federal Circuit Court of Appeals, on or about February 9,

2006, and April 10, 2006, and began the preparation of a third 60 day status report at the end of the subject period.

14. Banner also prepared and filed a required appellate Docketing Statement.

15. Most significantly, throughout the subject period, Banner represented Delphi in contacts from the Federal Circuit Court of Appeals to initiate mediation, and then in preparing for mediation, including co-ordinating, negotiating and communicating with the mediator Mr. Bosses, Delphi in-house counsel Mr. Cosnowski, opposing counsel Mr. Baniak, and co-counsel for co-defendants.

16. As a part of the mediation effort, Banner also represented Delphi in a telephone pre-mediation conference, prepared and served the mediator with a mediation brief, and negotiated a mediation agreement proposed by the mediator, to conform to the needs of Delphi in bankruptcy.

17. Banner also read and appreciated the Delphi objection to the ATI motion to lift the bankruptcy stay, in support of Delphi in mediation.

18. Finally, Banner prepared and filed its first interim application for payment and reimbursement of expenses.

EVENTS DURING THE APPLICATION PERIOD
CAUSING NECESSARY AND REASONABLE SERVICES AND DISBURSEMENTS

19. Between June 1, 2006 and September 30, 2006, Banner represented Delphi in necessary efforts in the identified appeal.

20. In June, Banner finalized and submitted Delphi's mediation brief and a second submission to the mediator.

21. In June, Banner also participated in the needed mediation. It was not successful.

22. In June, we also worked to gain an express engagement letter with General Motors that provided priority in representation to Delphi.

23. In July, we dealt with a court order lifting our stay and scheduling our briefing.

24. In July and continuing in August, we began and continued our drafting of our required appellate brief.

25. In August, we continued the drafting of our required brief.

26. Throughout this period, we also prepared our second interim fee application and dealt with Delphi's change to electronic billing and errors of instructions as to that billing.

COMPLIANCE BY BANNER'S INVOICES NOS. 1626635, 1628853, 1631369 and
1634104 WITH 11 U.S.C. 330, THE INTERIM COMPENSATION ORDER AND FEE
GUIDELINES

20. This application and Banner's invoices Nos. 1626635, 1628853, 1631369 and 1634104, Exs. G, H, I and J comply with 11 U.S.C. 330, the Interim Compensation Order (Docket No. 869), as amended by supplemental orders (Docket Nos. 2747, 2986, 3630 and 4545)("the Fee Order") and the U.S. Trustee Fee Guidelines, the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (together, "The Guidelines"), to the best of Banner's ability to provide compliance, and in that they contain all required information and are for necessary and reasonable services and disbursements provided to Delphi in the ATI cases.

21. The Certifying Professional certifies this application as in his Certification, Exhibit B.

22. Further, among other matters, lists of the individuals who provided services during the statement periods are at page 3 of Invoice 1626635, page 3 of Invoice 1628853, page 3 of Invoice 1631369 and page 2 of Invoice 1634104, Exs. G, H, I and J, and in the Summary Sheet, Exhibit A. All listed individuals other than Mr. Greenfield and Mr. Rechtien are attorneys. Mr. Greenfield and Mr. Rechtien are law clerks.

23. The Banner invoices also comply in that respective billing rates, aggregate hours, and reasonably detailed breakdowns of disbursements, and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour are all part of the invoices.

24. The Banner invoices also comply in that disbursements are billed at rates and in accordance with practices customarily employed by the applicant and generally accepted by the applicant's clients, and the disbursements, for photocopies, both internal and external, telecommunications, both toll charges and facsimile transmissions, courier and freight, printing, court reporter and transcripts, messenger services, computerized research, out of town travel expenses, word processing, secretarial and other staff services, cellular telephones, overtime expenses, local and daytime meals, local transportation, and all other disbursements, satisfy the requirements of The Guidelines.

25. Banner believes its invoices and this application also comply with all other aspects of the Fee Order and all applicable laws, rules, orders, guidelines and the like. To any extent there is any technical noncompliance, Banner respectfully requests a waiver for any such matter.

ALL REQUIRED NOTICES HAVE BEEN PROVIDED; THERE HAS BEEN NO
OBJECTION

26. Banner has provided all required notices pursuant to the Fee Order, including serving monthly statements under paragraph 2(a) of the Order, except as relieved by Fee Committee communication that Fee Committee members do not want papers, by serving this fee application under paragraph 2(a) of the Order, and by serving an e-mail notice of the filing of this application and a listing of exhibits filed in support of it on the 2002 Entities List pursuant to paragraph 8 of the Order. See Exhibits K and L.

CONCLUSION

WHEREFORE, Banner respectfully requests that the Court (a) enter an order allowing interim compensation of \$50,331.00 to Banner for necessary and reasonable professional services rendered as attorneys for the Debtors during the application period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of \$1,223.10 for a total sum of \$51,554.10 and, (b) grant such other and further relief as is just and equitable under the circumstances.

A proposed order is attached at Exhibit M.

Respectfully submitted,



Charles W. Shifley
Binal J. Patel
Banner & Witcoff, Ltd.
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Suite 3000
Chicago, Illinois 60606
Telephone: (312) 463-5000
Facsimile: (312) 463-5001

BANNER & WITCOFF, LTD.
10 South Wacker Drive
Suite 3000
Chicago, Illinois 60606
312-463-5000
Charles W. Shifley
Binal J. Patel

Intellectual Property Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re	:
	:
	: Chapter 11
	:
DELPHI CORPORATION, et al.	: Case No. 05-44481 (RDD)
:	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

LIST OF EXHIBITS TO THE THIRD INTERIM APPLICATION OF BANNER &
WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI
CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11
U.S.C. SECTIONS 330 AND 331

Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi
Corporation ("Delphi"), and a Retained Professional, submits this list of exhibits to its
identified fee application:

Exhibit A - Summary Sheet.

Exhibit B - Certification.

Exhibit C - Order under 11 U.S.C. §§327(3) and 1107(b) and Fed.R.Bankr.P.

2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. as Intellectual
Property Counsel to Debtors ("Banner Retention Order").

Exhibit D - Affidavit of Charles W. Shifley filed in support of the application for retention of Banner.

Exhibit E - First Letter of Engagement of Banner & Witcoff, Ltd.

Exhibit F - Second Letter of Engagement of Banner & Witcoff, Ltd.

Exhibit G - Banner's Invoice No. 1626635

Exhibit H - Banner's Invoice No. 1628853

Exhibit I - Banner's Invoice No. 1631369

Exhibit J - Banner's Invoice No. 1634104

Exhibit K - Proofs of service of Banner invoices

Exhibit L - Proof of service of this list of exhibits.

Exhibit M - Proposed Order.

Respectfully submitted,



Charles W. Shifley

Binal J. Patel

Banner & Witcoff, Ltd.

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Suite 3000

Chicago, Illinois 60606

Telephone: (312) 463-5000

Facsimile: (312) 463-5001

EXHIBIT A

Banner & Witcoff, Ltd. (“Banner”), intellectual property counsel for Delphi Corporation (“Delphi”), and a Retained Professional, submits this Summary Sheet in support of its third interim application seeking a second interim allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§330 and 331 for the period from June 1, 2006 through September 30, 2006 (“the Application Period”).

TOTAL COMPENSATION AND EXPENSES REQUESTED AND ANY AMOUNT(S)
PREVIOUSLY REQUESTED

Requested: \$51,554.10
Previously Requested: \$72,331.32

TOTAL COMPENSATION AND EXPENSES PREVIOUSLY
AWARDED BY THE COURT

Total Previously Awarded: Zero

NAME AND APPLICABLE BILLING RATE FOR EACH PERSON WHO BILLED TIME
DURING THE PERIOD, AND DATE OF BAR
ADMISSION FOR EACH ATTORNEY

Charles W. Shifley	\$435.00	1976
Binal J. Patel	\$320.00	1996
Adam Greenfield	\$175.00	Law Clerk
Timothy J. Rechtien	\$175.00	Law Clerk

TOTAL HOURS BILLED AND TOTAL AMOUNT OF BILLING FOR EACH PERSON WHO
BILLED TIME DURING BILLING PERIOD

Charles W. Shifley	76.6 hours	\$33,321.00
Binal J. Patel	38.5 hours	\$12,320.00
Adam Greenfield	18.6 hours	\$3,255.00
Timothy J. Rechtien	8.2 hours	\$1,435.00

COMPUTATION OF BLENDED HOURLY RATE FOR PERSONS WHO BILLED TIME
DURING PERIOD, EXCLUDING PARALEGAL OR OTHER
PARAPROFESSIONAL TIME

Blended hourly rate: \$396.53 per hour

Respectfully submitted,

A handwritten signature in black ink, reading "Charles W. Shifley", is written over a horizontal line.

Charles W. Shifley
Banner & Witcoff, Ltd.
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Suite 3000
Chicago, Illinois 60606
Telephone: (312) 463-5000
Facsimile: (312) 463-5001

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	: Chapter 11
DELPHI CORPORATION, et al.	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
-----X	

CERTIFICATION FOR
THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL
PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES
UNDER 11 U.S.C. SECTIONS 330 AND 331

I, Charles W. Shifley, as the "Certifying Professional" for Banner & Witcoff, Ltd. ("Banner"), intellectual property counsel for Delphi Corporation ("Delphi"), and a Retained Professional, certify as follows:

1. I have read the Third Interim Application of Banner & Witcoff, Ltd., Intellectual Property Counsel to Delphi Corporation, Seeking Allowance and Payment of Interim Compensation and Reimbursement of Expenses Under 11 U.S.C. Sections 330 and 331 ("the First Interim Banner Application").

FURTHER CERTIFICATIONS PURSUANT TO THE AMENDED GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW
YORK BANKRUPTCY CASES

2. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Third Interim Banner Application fall within the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases ("the Amended Guidelines")

and the UST Guidelines, except as specifically noted in this certification and described in Banner's fee application (there are no exceptions).

3. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, except to the extent that fees or disbursements are prohibited by the Amended Guidelines or the UST Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the applicant, Banner, and generally accepted by the applicant's clients.

4. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in providing reimbursable service, the applicant does not make a profit on the service, whether the service is performed by the applicant in-house or through a third party.

5. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the trustee, and in this chapter 11 case, the chair of each official committee and the debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month. The statements provided contain a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of the services rendered, a reasonably detailed breakdown of the disbursements incurred and an explanation of billing practices.

6. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the trustee, and in this chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee

application at least 10 days before the date set by the court or any applicable rules for filing fee applications.

FURTHER CERTIFICATIONS PURSUANT TO THE GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW YORK
BANKRUPTCY CASES

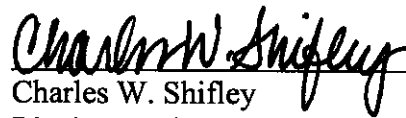
7. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, the Third Interim Banner Application complies with the mandatory guidelines set forth in the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

8. The Certifying Professional is unable to certify that the trustee, debtor, or chair of each official committee (as to each respective committee's professionals) has reviewed the fee application and has approved it. (There are no known objections.)

9. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in charging for a particular service, the applicant does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay.

10. To the best of my, the Certifying Professional's knowledge, information and belief formed after reasonable inquiry, in seeking reimbursement for a service which the applicant justifiably purchased or contracted for from a third party (such as temporary paralegal or secretary services, or messenger service), the applicant requests reimbursement only for the amount billed to the applicant by the third-party vendor and paid by the applicant to such vendor.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Charles W. Shifley", is written over a horizontal line.

Charles W. Shifley

Binal J. Patel

Banner & Witcoff, Ltd.

10 South Wacker Drive

Suite 3000

Chicago, Illinois 60606

Telephone: (312) 463-5000

Facsimile: (312) 463-5001

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("BANNER RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Banner & Witcoff, Ltd. ("Banner") as an intellectual property counsel to the Debtors; and upon the Affidavit of Charles W. Shifley, sworn to December 6, 2005, in support of the Application (the "Shifley Affidavit"); and this Court being satisfied with the representations made in the Application and the Shifley Affidavit that Banner does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Banner is to be employed, and that Banner's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Banner as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Banner shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Without limiting the foregoing, Banner shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work with the other professionals retained in these cases.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
January 3, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
----- x	

AFFIDAVIT OF CHARLES W. SHIFLEY IN SUPPORT OF APPLICATION FOR ORDER
UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.
AS AN INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF ILLINOIS

COUNTY OF COOK

CHARLES W. SHIFLEY, being duly sworn, deposes and states as follows:

1. I am a shareholder and Vice President of the law firm of Banner & Witcoff, Ltd. ("Banner"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"). I am licensed to practice law principally in the State of Illinois. I am also licensed by the United States Patent and Trademark Office. I have nearly thirty years of successful experience in intellectual property matters, including patent litigation and counseling matters.

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed R. Bankr. P. 2014 Authorizing

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The name, business address, and telephone number of Banner & Witcoff, Ltd. are as follows:

Banner & Witcoff, Ltd.
10 South Wacker Drive
Chicago, Illinois 60606
312.463.5000

4. Banner is well qualified to assist the Debtors in the manner described in the Application. Banner is a nationally well-known and respected intellectual property law firm almost all of whose lawyers are experienced, registered patent lawyers with technical degrees. Banner has successfully represented Delphi and its predecessor, General Motors Corporation, in many patent infringement cases. Banner has also represented Delphi and its predecessor, General Motors Corporation, in other patent infringement counseling. Banner enjoys extensive experience in intellectual property law and cases in the Debtors' industry, including currently pending patent infringement cases against Debtors. Consequently, Banner can economically, successfully, and uniquely represent the Debtors in cases currently pending and similar intellectual property matters. Accordingly, the Debtors believe that Banner is well qualified to serve as an intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

5. Also, Banner has advised the Debtors regarding other intellectual property matters. Based on the services that Banner has rendered to the Debtors, Banner is thoroughly familiar with certain intellectual property matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Banner intends to provide to the Debtors with the following types of professional services:

- (a) representation, both currently and if any appeal were to follow, in Automotive Technologies International, Inc. v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001);
- (b) representation in Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005), a patent infringement case that was stayed during the above-identified appeal;
- (c) preparation of legal opinions involving Debtors' claims relating to the Debtors' products and patents, as well as claims made by competitors;
- (d) representation of the Debtors for a broad scope of intellectual property law services.

7. In light of certain existing client representations on unrelated¹ matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden, Arps") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Banner will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Banner's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Banner's existing clients. These existing client relationships, and the scope of the carve-out from Banner's retention, are discussed more fully below.

8. It is Banner's understanding that the Debtors may request that Banner undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Banner agree in its discretion to undertake any such matter, it is Banner's understanding that the Debtors will seek further order of this Court.

9. Banner is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Banner. It is Banner's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Banner believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Banner has in the past been employed and retained pursuant to certain engagement letters between the Debtors and Banner, dated October 7, 2004 and November 19, 2004 (together, the "Engagement Letters"), and pursuant to additional terms. The additional terms are that Banner agreed that its discounted hourly rates would remain in effect through the remainder of the cases that are subject to the Engagement Letters, the rates being subject to renegotiation three years after the Engagement Letters if the cases remained pending then. Banner also agreed to represent the Debtors in preparing legal opinions and other matters at standard hourly rates or for pre-agreed total charges.

11. Banner agrees to accept as compensation for the services rendered in connection with its representation of the Debtors compensation on the terms set forth in the Engagement Letters and the additional terms identified above.

12. Banner acknowledges that all amounts paid to Banner during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Banner during these cases are disallowed by this Court, the fees and expenses will be disgorged by Banner and returned to the Debtors or as otherwise ordered by this Court.

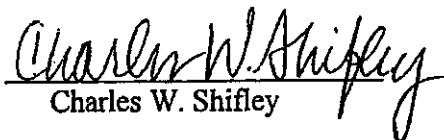
13. Banner categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Banner acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. Banner has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Banner maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Banner to review and analyze the conflict database to determine whether Banner has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Banner by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

15. Based upon this research, I have determined that Banner has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. Banner has represented, currently represents, and will likely in the future represent, such creditors and other parties-in-interest, and their related entities, in such matters, including:

General Motors Corporation ("GM"), where Banner has been directed to do so by Delphi as a matter of assisting Delphi in meeting contractual indemnity obligations to GM, with the consent of both companies; Dura Automotive Systems, Inc.; Illinois Tool Works, Inc.; Cargill, Inc.; Allstate Insurance; AT&T, Nokia Corporation; John Hopkins University; Harley Davidson Motor Company; Circuit City Stores, Inc.; Microsoft Corporation; and Technitrol, Inc. I do not believe that the foregoing raises any actual or potential conflicts of interest of Banner relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if Banner becomes aware of any other connections of which it presently is unaware, Banner will bring them to the attention of this Court and the U.S. Trustee.


Charles W. Shifley

Sworn to before me
this 6th day of ~~November~~, 2005
DECEMBER

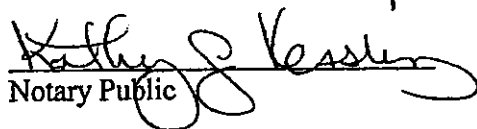

Notary Public



EXHIBIT E

DELPHI

Telephone: (248) 813-3369
Facsimile: (248) 813-1122

Via E-Mail

October 7, 2004

Mr. Charles Shifley
BANNER & WITCOFF, LTD.
10 South Wacker Drive, Suite 3000
Chicago, IL 60606

Re: ATI Patent Litigation

Dear Charles:

This confirms that Delphi Corporation has retained Banner & Witcoff to represent Delphi in the following patent infringement cases:

- 1) *Automotive Technologies International v. BMW of North America, et al.*
Case No. 01-CV-71700 (E.D. of MI), Delphi Matter No. 2001-000762 (ATI I); and
- 2) *Automotive Technologies International v. Delphi, et al.*
Case No. 04-60083 (E.D. of MI), Delphi Matter No. 2004-000564 (ATI II)

Except as provided herein, this engagement letter supercedes the previous engagement letter dated August 28, 2002, between Delphi and Banner & Witcoff for the ATI I matter.

I will be responsible for managing these matters and will be your direct contact at Delphi. Please include the Delphi file numbers shown above in all correspondence and invoices with this office. To the extent possible, we request that you bill activities on these matters separately. In situations where the time spent on activities for these matters cannot be conveniently distinguished, please bill commingled time to the ATI I matter. In the event that one or more of these actions become consolidated, we will inform you as to the Delphi matter number under which you should subsequently bill your time.

We have approved a four-person Banner & Witcoff attorney team to work on these matters. Banner & Witcoff has agreed to discount its regular hourly professional rates on these matters as listed below:

Delphi World Headquarters & Customer Center
5825 Delphi Drive, M/C 480-410-254, Troy, MI 48098-2815
william.CosnowskiJr@delphi.com

Charles Shifley, Esq.
October 7, 2004
Page 2 of 3

<u>PROFESSIONAL</u>	<u>REGULAR HOURLY RATE</u>	<u>DISCOUNTED RATE</u>
Charles Shifley	\$455	\$435
Binal Patel	\$335	\$320
Matt Becker	\$310	\$295
Ted Field	\$220	\$215

Additionally, you agree that the discounted hourly rates will remain in effect through the remainder of these cases. Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. No fees will be paid for work performed by others before you have obtained our written permission.

Banner & Witcoff agrees to pay one hundred percent (100%) of the transportation expenses for travel to Detroit incurred by Banner & Witcoff team members on these matters. Additionally, Banner & Witcoff agrees to continue the practice of not billing Delphi for travel time on these matters.

You agree to continue to accrue a 5% credit on all professional billings for the ATI I matter as originally agreed in the engagement letter dated August 28, 2002.

You also agree to accrue a credit to Delphi in the amount of five percent (5%) of your professional billings on the ATI I matter to be used as payment by Delphi for services on any future matter, when and if we retain your firm. This credit shall accrue from the first dollar of ATI II fee billings but shall not vest until fee billings for the ATI II matter exceed \$1,000,000. Separate billing of these matters is essential for correct calculations of our credit. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi team assigned to this case will be fully engaged. The Delphi team will manage the document collection, coding and preparation of document chronologies. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend and prosecute these actions. We wish to do everything we are able to do on these litigations in-house. To help us achieve this, we ask that before your team undertakes an activity, you first review it with us to see if we have the resources available. Please call Joe Papelian or me at any time if you believe we are not able to supply the support needed to successfully litigate these matters

We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is attached and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

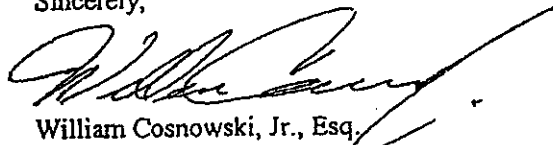
Charles Shifley, Esq.
October 7, 2004
Page 3 of 3

As you know, we view the relationship between our companies as a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. Your dedicated work and willingness to provide creative fee arrangements that recognize the financial pressures of the automotive supplier industry has placed Banner & Witcoff on a select counsel list for Delphi's litigation matters.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

Sincerely,



William Cosnowski, Jr., Esq.
Delphi Legal Staff

WC/cmp
Enclosure

Accepted this ____ day of _____, 2004.

By: _____
Charles Shifley, Esq.
BANNER & WITCOFF, LTD.

EXHIBIT F



BANNER & WITCOFF, LTD.
INTELLECTUAL PROPERTY LAW

TEN SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-7407

TEL: 312.463.5000
FAX: 312.463.5001
www.bannerwitcoff.com

Charles W. Shifley
Direct Dial: (312) 463-5441
cshifley@bannerwitcoff.com

November 19, 2004

William Cosnowski, Jr., Esq.
Delphi World Headquarters - Legal Staff
Delphi Automotive Systems
5825 Delphi Drive
Troy, MI 48098-2815

Dear Will:

We have a few more changes for our engagement together in the ATI cases. Our principal issue is the term of engagement concerning fixing rates for the life of the engagement. We are cautious about the open-endedness of such a term. As an example, I have a case now that has lasted eleven years in district court, and has started into its second appeal. It has potential for several more years of proceedings.

Our primary intent is to maintain and strengthen our relationship. The discounts that are present in the lawyer hourly rates stated in your letter of October 7th are approximately 4% of standard rates. We expect to increase rates in February such that the discount for 2005 will conceivably increase to 8%. In addition, we are agreeing to the 5% credit and transportation terms.

Generally, we are against our rates being fixed. By the terms of your letter, Delphi is gaining significant advantage in receiving the 5% credit, especially with Delphi and the firm agreeing to the 5% being applied from \$1. Consistent with our primary intent but also our opposition to rate fixing, especially rate fixing for an indefinite and potentially long time, we can accept the hourly rates as stated in your letter, if fixed until the end of 2005, with rates thereafter being our standard rates. We also propose that the ATI II credit apply to the future litigation from when time billing for the future litigation starts.

We also suggest clarifying that the 5% credit currently accruing and continuing to accrue on ATI I will be for future patent application, patent opinion and other patent-related transactional representation. We also propose that the ATI II credit apply to the fees that accrue on a future litigation, applicable when that future litigation begins.

We also ask that Delphi provide us some flexibility in the attorneys who may represent Delphi in the two cases, by engaging with us in introducing Delphi to more attorneys than on the current list of approved attorneys, especially to possibly include some of our attorneys in our Washington, D.C. office.

CHICAGO
WASHINGTON, D.C.
BOSTON
PORTLAND, OR.

William Cosnowski, Jr., Esq.
Delphi World Headquarters - Legal Staff
November 19, 2004
Page 2

If you can accept these few modifications of the terms proposed in your letter of October 7, 2004, we have an agreement for engagement. I have held our billing for time back to September 1, 2004. I will now bill it at the agreed rates.

Very truly yours,


Charles W. Shifley

CWS/sls

EXHIBIT G



BANNER & WITCOFF, LTD.
INTELLECTUAL PROPERTY LAW

Suite 3000
10 South Wacker Drive
Chicago, IL 60606

Tel: 312.463.5000
Fax: 312.463.5001
www.bannerwitcoff.com

FEIN # 36-4008943

Delphi Technologies, Inc.
Mr. Cosnowski
Legal Staff - Intell. Property
P.O. Box 5052
MC: 480-414-420
Troy, MI 48007-5052

Invoice Number 1626635
Invoice Date 07/17/06
Client Number 004588
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al.
Case No. 01-71700
Delphi File No. 2001-000762 (ATI I)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 06/30/06:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
06/01/06	BJP	DELP16 Finalize Delphi's mediation brief and prepare for submission with the Mediator; conferral regarding possible supplemental submission relating to ATI's renewed motion to lift the automatic stay in the bankruptcy court	6.30
06/01/06	CWS	DELP16 Senior input into our mediation brief, and dealing with ATI's filing about mediation in our bankruptcy	3.20
06/02/06	BJP	DELP16 Draft and submit further paper to the mediator and co-defendants regarding ATI's renewed motion to lift the automatic stay; prepare for mediation session next week reviewing relevant pleadings and obtaining copies of ATI's recent patent portfolio	5.10

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07/17/06

Invoice Number 1626635
Page 2

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
06/05/06	BJP	DELP16	Prepare for mediation including review of relevant documents and review of ATI's patent portfolio	6.20
06/06/06	BJP	DELP16	Prepare for and participate in mediation session with ATI	8.00
06/06/06	CWS	DELP36	Attention to new instructions on invoices from the Delphi bankruptcy	0.40
06/07/06	CWS	DELP16	Getting briefed by Mr. Patel on the lack of settlement through mediation	0.40
06/07/06	BJP	DELP16	Follow-up with co-defendants regarding settlement and thoughts on the mediation with ATI	0.80
06/08/06	BJP	DELP36	Finalize and file Delphi's third 60-day status report with the Court	1.00
06/19/06	CWS	DELP36	Review of the ATI status report, and handling fee application issues of e-mail from the Fee Committee and a hearing on the fee applications	2.00
06/21/06	CWS	DELP23	Preparation of an engagement letter for General Motors to give Delphi express primacy in representation	4.30
06/22/06	CWS	DELP36	Continued efforts on a GM engagement letter, including email and a call to Ms. Hargitt at GM	0.50
06/26/06	CWS	DELP36	Taking note of ATI success on their effort to move forward in the appeal, by a successful motion in Delphi's bankruptcy and emails with Mr. Cosnowski about the court's decision	0.30
06/27/06	CWS	DELP36	Planning staffing for brief writing, and conferral with General Motors' representative about an engagement letter	0.80
06/30/06	CWS	DELP36	Follow up with Mr. Cosnowski about GM declining to sign an engagement letter and the possibility of a joint defense agreement	0.30
TOTAL HOURS				<u>39.60</u>

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00013
07/17/06

Invoice Number 1626635
Page 3

Date Tkpr Hours

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Binal J. Patel	27.40	at \$320.00 =	8,768.00
Charles W. Shifley	12.20	at \$435.00 =	5,307.00

CURRENT FEES 14,075.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Travel expenses of Binal Patel to Mediation with ATI	407.60
Photocopies at \$.10 per page	9.70
Telephone charges	72.27
Courier charges	249.26

CURRENT EXPENSES 738.83

TOTAL THIS MATTER 14,813.83

TOTAL AMOUNT THIS INVOICE US \$14,813.83

For wiring payment, please use the following bank information. SunTrust Bank, 1445 New York Avenue, N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342. Please indicate client, matter and invoice numbers with wire remittance.

EXHIBIT H



BANNER & WITCOFF, LTD.
INTELLECTUAL PROPERTY LAW

Suite 3000
10 South Wacker Drive
Chicago, IL 60606

Tel: 312.463.5000
Fax: 312.463.5001
www.bannerwitcoff.com

FEIN # 36-4008943

Delphi Technologies, Inc.
Mr. Cosnowski
Legal Staff - Intell. Property
P.O. Box 5052
MC: 480-414-420
Troy, MI 48007-5052

Invoice Number 1628853
Invoice Date 08/24/06
Client Number 004588
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al.
Case No. 01-71700
Delphi File No. 2001-000762 (ATI I)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/31/06:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/05/06	CWS	DELP36 Email exchange with Mr. Cosnowski and analyzing whether to give notice of the lifting of the stay to the Court of Appeals, resolving that ATI gained the lifting and should take the initiative at its discretion to advise the court; efforts toward an engagement letter with GM, rebuffed by GM	1.60
07/05/06	CWS	DELP36 Reading materials from Delphi's fee analyst LCC and an email in response	0.40
07/07/06	CWS	DELP36 Conference with Mr. Cosnowski about appeal briefing, resolving to await a court ordered schedule, and GM representation	0.60

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08/24/06

Invoice Number 1628853
Page 2

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/07/06	BJP	DELP16 Conferral with Mr. Cosnowski regarding appeal briefing and General Motors representation	0.70
07/12/06	CWS	DELP36 Conferral with Mr. Wright of Banner & Witcoff, refreshing him on our coming case on appeal, to continue to include him in our appeal team; listening to the oral argument of Delphi's recent other appeal to assess ATI's Mr. Baniak's efforts; and handling a request from a Kate Addison at a law firm Westerman for information on this ATI BMW case, including identifying who they are and emailing Mr. Cosnowski	1.60
07/17/06	CWS	DELP36 Review of a letter from ATI's lawyer Mr. Baniak to the court clerk, and email to Mr. Cosnowski of advice	0.60
07/18/06	CWS	DELP36 Reading a fee application email from Ms. Jjingo	0.40
07/20/06	CWS	DELP36 Beginning preparation of a second interim fee application, including extended study of the first fee applications of others to discover any overlooked needs in our applications	3.50
07/24/06	CWS	DELP36 Continued preparation of a second interim fee application	2.00
07/25/06	BJP	DELP36 Initiate review of issues relating to enablement of the '253 patent in furtherance of preparing Delphi's appellee brief; review of ATI's oral argument against Delphi relating to the POD sensor.	1.50
07/25/06	CWS	DELP36 Instruction to a summer associate Mr. Greenfield toward appeal brief drafting at an inexpensive rate	1.00
07/26/06	CWS	DELP36 Continued preparation of our second interim fee application	2.00
07/27/06	CWS	DELP36 Completion of a first draft of the second Banner interim fee application	4.00

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00013
08/24/06

Invoice Number 1628853
Page 3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
07/28/06	CWS	DELP36 Continued preparation of the second fee application, and review of new materials from the fee committee requiring a new effort in Excel	2.00
07/30/06	CWS	DELP36 E-mail to Mr. Cosnowski about beginning drafting of our brief through a summer associate	0.40
07/31/06	CWS	DELP36 Review of a court order rescheduling the appeal briefing period, and email to Mr. Cosnowski; finalizing, filing and serving the second fee application	1.20
TOTAL HOURS			<u>23.50</u>

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Binal J. Patel	2.20	at \$320.00 =	704.00
Charles W. Shifley	21.30	at \$435.00 =	9,265.50

CURRENT FEES 9,969.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Photocopies at \$.10 per page	12.90
Color Copies	16.65
Telephone charges	4.95
	<u>34.50</u>

CURRENT EXPENSES

TOTAL THIS MATTER 10,004.00

TOTAL AMOUNT THIS INVOICE US \$10,004.00

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EXHIBIT I



BANNER & WITCOFF, LTD.
INTELLECTUAL PROPERTY LAW

Suite 3000
10 South Wacker Drive
Chicago, IL 60606

Tel: 312.463.5000
Fax: 312.463.5001
www.bannerwitcoff.com

FEIN # 36-4008943

Delphi Technologies, Inc.
Mr. Cosnowski
Legal Staff - Intell. Property
P.O. Box 5052
MC: 480-414-420
Troy, MI 48007-5052

Invoice Number 1631369
Invoice Date 09/20/06
Client Number 004588
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al.
Case No. 01-71700
Delphi File No. 2001-000762 (ATI D)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 08/31/06:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/01/06	AG	DELP36 Draft Delphi Response Brief, including compliance with Federal Circuit Rules of Practice.	4.10
08/01/06	CWS	DELP36 Emails with Mr. Cosnowski about appeal briefing styles	0.40
08/02/06	AG	DELP36 Draft Delphi Response Brief, including at least the introductory parts and the parts related to the enablement standard.	4.00
08/03/06	AG	DELP36 Draft Delphi Response Brief, including at least the part related to how the '253 patent specification provides no teaching or disclosure of an electronic circuit.	3.30

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00013
09/20/06

Invoice Number 1631369
Page 2

<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
08/07/06	AG	DELP36	Draft Delphi Response Brief, including at least the part related to undue experimentation.	2.80
08/08/06	AG	DELP36	Draft Delphi Response Brief, including at least the parts related to undue experimentation and to how the '253 patent fails to enable the full scope of the claimed invention.	3.70
08/08/06	CWS	DELP36	Senior editing of a summer associate's efforts in drafting an appellee's brief	1.80
08/08/06	TR	DELP12	Conduct legal research to find recent Federal Circuit and district court cases wherein the court addressed the issue of enablement	3.20
08/08/06	BJP	DELP36	Review of recent case law from the Federal Circuit and district courts relating to enablement issues	2.10
08/09/06	AG	DELP36	Analyze the issues of a case relevant to appeal.	0.20
08/09/06	CWS	DELP36	Reading of the Callicrate case, and review with a summer associate	1.00
08/10/06	AG	DELP36	Continue to analyze the issues of a case relevant to appeal.	0.50
08/11/06	TR	DELP12	Conduct legal research to find recent Federal Circuit and district court cases wherein the court addressed the issue of enablement	2.40
08/14/06	TR	DELP12	Conduct legal research to find recent Federal Circuit and district court cases wherein the court addressed the issue of enablement	2.60
08/15/06	CWS	DELP36	Continued preparation of materials for electronic filing of billing information, including inquiring about codes with Mr. Sykes because of separate Delphi codes in use in advance of bankruptcy, and email with Mr. Cosnowski to advise him when an appeal cost budget is due	0.80

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00013
09/20/06

Invoice Number 1631369
Page 3

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
08/16/06	CWS	DELP36 Study of the codes for billing	0.40
08/18/06	CWS	DELP36 Instructions to staff to get the Excel spreadsheet information prepared for electronic billing	0.60
08/23/06	CWS	DELP36 Continued handling of spreadsheet issues for electronic billing	0.50
08/24/06	CWS	DELP36 Continued preparation of materials for electronic filing of billing information	1.60
08/30/06	CWS	DELP36 Carefully rechecking everything in the works for electronic billing because of Mr. Sykes sending a new set of instructions with multiple attachments, including detailed review of the attachments for any detailed changes	1.00
TOTAL HOURS			<u>37.00</u>

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Adam Greenfield	18.60	at \$175.00 =	3,255.00
Binal J. Patel	2.10	at \$320.00 =	672.00
Timothy J. Rechtien	8.20	at \$175.00 =	1,435.00
Charles W. Shifley	8.10	at \$435.00 =	3,523.50

CURRENT FEES 8,885.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computer Assisted Research - Westlaw	149.87
Photocopies at \$.10 per page	1.40
Courier charges	149.87
	<u>301.14</u>

CURRENT EXPENSES

004588
00013
09/20/06

Invoice Number 1631369
Page 4

TOTAL THIS MATTER	<u>9,186.64</u>
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TOTAL AMOUNT THIS INVOICE	<u>US \$9,186.64</u>
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N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342.
Please indicate client, matter and invoice numbers with wire remittance.

EXHIBIT J



BANNER & WITCOFF, LTD.
INTELLECTUAL PROPERTY LAW

Suite 3000
10 South Wacker Drive
Chicago, IL 60606

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Fax: 312.463.5001
www.bannerwitcoff.com

FEIN # 36-4008943

Delphi Technologies, Inc.
Mr. Cosnowski
Legal Staff - Intell. Property
P.O. Box 5052
MC: 480-414-420
Troy, MI 48007-5052

Invoice Number 1634104
Invoice Date 10/10/06
Client Number 004588
Matter Number 00013

RE: 00013 Automotive Technologies v. BMW of North America, et al.
Case No. 01-71700
Delphi File No. 2001-000762 (ATI I)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/06:

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
09/05/06	CWS	DELP36 Continued handling of electronic billing	0.60
09/07/06	CWS	DELP36 Efforts to co-ordinate responses with codefendants	0.40
09/21/06	CWS	DELP36 Getting a request for an agreement on service of the appellate briefs, and sending agreement; report to Mr. Cosnowski	0.30
09/25/06	CWS	DELP36 Beginning reading and analysis of the ATI opening brief and associated materials; beginning preparation of an edited draft, working from a draft created by a summer associate	8.40
09/26/06	CWS	DELP36 Continued study and analysis of ATI's opening brief	7.20

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<u>Date</u>	<u>Tkpr</u>			<u>Hours</u>
09/26/06	BJP	DELP36	Initiate review of ATI's appeal brief; review case law cited by ATI relating to enablement; review record below relating to the enablement briefing and issues relating to claim construction; confer with co-defendants regarding strategy for response	3.20
09/27/06	BJP	DELP36	Continued review of ATI's brief relating to enablement; conferral with Mr. Cosnowski and Mr. Shifley regarding strategy for response; continued review of enablement caselaw since the district court's ruling	3.60
09/27/06	CWS	DELP36	Continued drafting of the brief	9.50
09/28/06	CWS	DELP36	Continued drafting of brief	6.20
09/29/06	CWS	DELP36	Continued drafting of brief	2.40
TOTAL HOURS				<u>41.80</u>

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Binal J. Patel	6.80	at \$320.00 =	2,176.00
Charles W. Shifley	35.00	at \$435.00 =	15,225.00

CURRENT FEES 17,401.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Photocopies at \$.10 per page	13.60
Telephone charges	0.99
Courier charges	<u>134.04</u>

CURRENT EXPENSES 148.63

TOTAL THIS MATTER 17,549.63

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00013
10/10/06

Invoice Number 1634104
Page 3

TOTAL AMOUNT THIS INVOICE US \$17,549.63

For wiring payment, please use the following bank information. SunTrust Bank, 1445 New York Avenue,
N.W., Washington, DC 20005, (800) 947-3786; ABA Number: 061000104; Account Number: 514342.
Please indicate client, matter and invoice numbers with wire remittance.

EXHIBIT K

CHARLES W. SHIFLEY
DIRECT DIAL: (312) 463-5441
CSHIFLEY@BANNERWITCOFF.COM

July 28, 2006

Mr. David Sherbin
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815

Re: Delphi Corporation et al. - Chapter 11 Proceedings
Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from June 5, 2006 through June 30, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$14,813.83, which is composed of (i) \$14,075.00 for fees and (ii) \$738.83 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/sls
Enclosure

Mr. David Sherbin
July 28, 2006
Page 2

cc: Joseph Papelian, Esq.
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
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(Counsel to Debtors)

Delores De Elizalde
Skadden, Arps, Slate, Meagher & Flom LLP
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(Counsel to Debtors)

Alicia M. Leonhard, Esq.
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(United States Trustee)

Robert J. Rosenberg, Esq.
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885 Third Avenue
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(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.
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425 Lexington Avenue
New York, NY 10017
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Mr. David Sherbin
July 28, 2006
Page 3

W. Valerie Venable
General Electric Company
One Plastics Avenue
Pittsfield, MA 01201

CHARLES W. SHIFLEY
DIRECT DIAL: (312) 463-5441
CSHIFLEY@BANNERWITCOFF.COM

September 1, 2006

Mr. David Sherbin
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815

Re: Delphi Corporation et al. - Chapter 11 Proceedings
Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from July 5, 2006 through June 31, 2006 (the "Fee Period").

The total invoice for the Fee Period is \$10,004.00, which is composed of (i) \$9,969.50 for fees and (ii) \$34.50 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/sls
Enclosure

Mr. David Sherbin
September 1, 2006
Page 2

cc: Joseph Papelian, Esq.
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
(Deputy General Counsel)

John Wm. Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
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(Counsel to Debtors)

Delores De Elizalde
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New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Mr. David Sherbin
September 1, 2006
Page 3

W. Valerie Venable
General Electric Company
One Plastics Avenue
Pittsfield, MA 01201

CHARLES W. SHIFLEY
DIRECT DIAL: (312) 463-5441
CSHIFLEY@BANNERWITCOFF.COM

October 2, 2006

Mr. David Sherbin
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815

Re: Delphi Corporation et al. - Chapter 11 Proceedings
Monthly Statement of Fees and Disbursements

Dear David:

Enclosed please find Banner & Witcoff monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from August 1, 2006 through August 31, 2006 (the "Fee Period").

This invoice has also been submitted in the SIMS system of LC, with attached data sheet and receipts.

The invoice number is 1631369. The total invoice for the Fee Period is \$9,186.64, which is composed of (i) \$8,885.50 for fees and (ii) \$301.14 for expenses.

Please feel free to contact me with any questions.

Very truly yours,

Charles W. Shifley

CWS/sls
Enclosure

Mr. David Sherbin
September 1, 2006
Page 2

cc: Joseph Papelian, Esq.
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
(Deputy General Counsel)

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Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
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Chicago, Illinois 60606
(Counsel to Debtors)

Delores De Elizalde
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New York, NY 10036
(Counsel to Debtors)

Alicia M. Leonhard, Esq.
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Southern District of New York
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Suite 2100
New York, NY 10004
(United States Trustee)

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885 Third Avenue
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(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
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(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Mr. David Sherbin
September 1, 2006
Page 3

W. Valerie Venable
General Electric Company
One Plastics Avenue
Pittsfield, MA 01201



BANNER & WITCOFF, LTD.
INTELLECTUAL PROPERTY LAW

TEN SOUTH WACKER DRIVE
SUITE 3000
CHICAGO, ILLINOIS 60606-7407

TEL: 312.463.5000
FAX: 312.463.5001
www.bannerwitcoff.com

CHARLES W. SHIFLEY
DIRECT DIAL: (312) 463-5441
CSHIFLEY@BANNERWITCOFF.COM

November 28, 2006

VIA COURIER

Robert J. Rosenberg, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022-4802
(Counsel to Unsecured Creditors Committee)

Marissa Wesley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(Counsel for Prepetition Credit Facility Agent)

Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
(Counsel to Postpetition Credit Facility Agent)

Re: Delphi Corporation et al. - Chapter 11 Proceedings
Monthly Statement of Fees and Disbursements

Dear Robert, Marissa and Marlane:

We recently submitted, through the electronic system called SIMS, our monthly statement for legal services rendered to the above referenced debtors and debtors-in-possession (collectively the "Debtors") and for reimbursement of expenses incurred in connection with such representation from September 1, 2006 through September 30, 2006 (the "Fee Period").

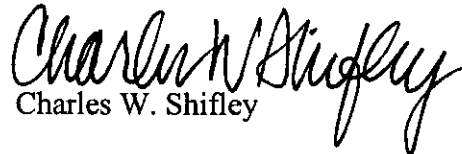
The total invoice for the Fee Period is \$17,549.63, which is composed of (i) \$17,401.00 for fees and (ii) \$148.63 for expenses.

CHICAGO, IL
WASHINGTON, DC
BOSTON, MA
PORTLAND, OR

Robert J. Rosenberg, Esq.
Marissa Wesley, Esq.
Marlane Melican, Esq.
November 28, 2006
Page 2

Enclosed please find a copy of the invoice. Please feel free to contact me with any questions.

Very truly yours,


Charles W. Shifley

CWS/tkw
Enclosure

cc: John Wm. Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
(Counsel to Debtors)

Delores De Elizalde
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
(Counsel to Debtors)

EXHIBIT L

CERTIFICATE OF SERVICE

The undersigned, an attorney, hereby certifies that he caused a copy of the foregoing THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD., INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. SECTIONS 330 AND 331, AND HEARING ON MARCH 22, 2007, AND OBJECTION DEADLINE TO BE PROVIDED BY THE COURT to be served upon the following attorneys by Courier:

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom, LLP
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
Attn: John Wm. Butler, Jr., Esq.

Office of the United States Trustee
For the Southern District of New York
33 Whitehall Street
Suite 2100
New York, NY 10004
Attn: Alicia M. Leonhand

Latham & Watkins LLP
885 Third Avenue
New York, NY 10022-4802
Attn: Robert J. Rosenberg

Simpson Thacher & Bartlett, LLP
425 Lexington Avenue
New York, NY 10017
Attn: Marissa Wesley

Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017
Attn: Marlane Melican

And by e-mail to the parties listed on the 2002 List located at www.delphidocket.com:

A copy of which is attached hereto.

Date: 11-29-06

By: Charles W. Augley

Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Airgas, Inc.	David Boyle	258 Ramoth-Chester Road, Suite 100	P.O. Box 6675	Randor	PA	19087-8675		610-230-3064	310-667-1052	david.boyle@airgas.com	Counsel to Airgas, Inc.
Alamie LLP	Thomas A. Alamie	711 Louisiana	Suite 2150	Houston	TX	77002		713-860-1600	713-860-1699	alamie@alamie.com	Counsel to SANLUIS Rasin/International, Inc.; Rasin, S.A. de C.V.
Alabono Corporation (North America)	Alan Swatch	34385 Twelve Mile Road		Farmington Hills	MI	48331		248-489-7406	866-609-0888	alan@alabono-usa.com	Vice President of Administration for Alabono Corporation
Albin Gump Strauss Hauer & Faid, LLP	Peter J. Gurtlein	2029 Canture Park East	Suite 2400	Los Angeles	CA	90067		310-552-6686	310-229-1001	pgurtlein@albingump.com	Counsel to Varmco, Inc.
Allen Matkins Leck Gamble & Maloney LLP	Michael S. Gregor	1800 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	949-553-8354	mgregor@allenmatkins.com	Counsel to Riley Realty, L.P.
Aston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	212-922-3981	craig.freeman@aston.com	Counsel to Cadence Innovation, LLC
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Atmabre Corporation	Brandon J. Keesinger	300 Ring Road		Elizabethtown	KY	42701		270-234-5428	270-737-3044	brandon@atmabre.com	Representative for Airbrake Corporation
American Axle & Manufacturing, Inc.	Steven R. Keyes	One Dauch Drive, Mail Code BE-2, 42		Detroit	MI	48243		313-788-4868		stevenr.keyes@aam.com	Representative for American Axle & Manufacturing, Inc.
Andrews Kurth LLP	Gopi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	gopimalik@andrewskurth.com	Counsel to ITW Mortgage Investments IV, Inc.
Andrews Kurth LLP	Monica S. Blaster	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	mblaster@andrewskurth.com	Counsel to ITW Mortgage Investments IV, Inc.
Angelo, Gordon & Co.	Leigh Walker	248 Park Avenue	26th Floor	New York	NY	10167		212-692-8251	212-697-6395	leighwalker@angelskurd.com	Counsel to Stanley Electric Sales of America, Inc.
Anglin, Fawcett, Rasmussen, Campbell & Hyden, LLP	Mark T. Fawcett	199 South Los Robles Avenue	Suite 600	Pasadena	CA	91101-2459		626-535-1900	626-571-7764	mfawcett@anglinfawcett.com	Counsel to APS Clearing, Inc.
APS Clearing, Inc.	Andy Lahnoff	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746		512-314-4416	512-314-4462	mlahoff@aps.com	Counsel to APS Clearing, Inc.
APS Clearing, Inc.	Matthew Hamilton	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746		512-314-4416	512-314-4462	mhamilton@aps.com	Counsel to APS Clearing, Inc.
Avantfox, PLLC	Mitchell D. Cohen	1675 Broadway		New York	NY	10019		212-484-3960	212-484-3960	cohenmitchell@avantfox.com	Counsel to Pullman Bank and Trust Company
Avantfox, PLLC	Robert M. Hersh	1675 Broadway		New York	NY	10019		212-484-3960	212-484-3960	hershrobert@avantfox.com	Counsel to Pullman Bank and Trust Company
Barclay, Farnazzano, Kirschbaum Perlmutter, Negelberg LLP	Darryl S. Laddin	177 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	404-873-8121	laddindarryl@barclay.com	Counsel to Dashinku (America) Corp. dba KDS America ("Dashinku", SBC)
Barclay, Farnazzano, Kirschbaum Perlmutter, Negelberg LLP	Joel M. Gross	555 Tenth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	202-942-5999	grossjoel@barclay.com	Counsel to CSX Transportation, Inc.
Barclay, Farnazzano, Kirschbaum Perlmutter, Negelberg LLP	Carl Galloway	256 Royal Oak Road	Suite 2700	Cambridge	Ontario	N3H 4R8	Canada	519-653-4483	519-656-6520	cgalloway@barclay.com	Company
Barclay, Farnazzano, Kirschbaum Perlmutter, Negelberg LLP	Kimberly J. Robinson	333 West Wacker Drive	Suite 2700	Chicago	IL	60606		312-629-5170	312-984-5150	krobinson@barclay.com	Counsel to Motion Industries, Inc.
Barclay, Farnazzano, Kirschbaum Perlmutter, Negelberg LLP	William J. Barrett	333 West Wacker Drive	Suite 2700	Chicago	IL	60606		312-629-5170	312-984-5150	wbarrett@barclay.com	Counsel to Motion Industries, Inc.
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	amills@btlaw.com	Counsel to Maye Chemical Company
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3930	616-742-3999	jgregg@btlaw.com	Counsel to Priority Health; Clanton Corporation of America
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	mowens@btlaw.com	Counsel to Clanton Corporation of America
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	mccrorym@btlaw.com	Counsel to Gibbs Die Casting Corporation; Clanton Corporation of America
Barnes & Thornburg LLP	Patrick E. Meers	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3936	616-742-3999	pmeers@btlaw.com	Counsel to Armada Rubber Corporation
Barnes & Thornburg LLP	Wendy D. Brower	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	wbrower@btlaw.com	Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation
Barrett Hackett Fehrbach P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	617-422-0383	frank@bhfpc.com	Counsel to Iron Mountain Information Management, Inc.
Berman Law Office	Thomas M. Berman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	765-640-1332	tberman@bermanlawoffice.com	Counsel to Madison County (Indiana) Treasurer

In re. Delphi Corporation, et al.
Case No. 05-44481 (R.D.)

Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY/FUNCTION
Brembo S.p.A.	Massimiliano Cini	Administration Department via Brembo 25	24035 Cumo BG	Bergamo			Italy	00039-035-605-528	00039-035-605-671	massimiliano_cini@brembo.it	Creditor
Brown & Calvery, LLP	Donald K. Lutzman	6 North Broad Street		Woodbury	NJ	08096		856-612-8900	856-653-9833	dlutzman@brownandcalvery.com	Counsel to SAP America, Inc.
Buchalter Nemer, A Professional Corporation	Shawn M. Christenson	333 Market Street	28th Floor	San Francisco	CA	94105-2126		415-227-0900	415-227-0770	sbuchalter@buchalter.com	Counsel to Oracle USA, Inc.;
Burr & Forman LLP	Michael Leo Hall	1420 North Twentieth Street	Suite 3100	Birmingham	AL	35203		(205) 488-5367	(205) 244-5651	mhall@burr.com	Oracle Credit Corporation
Seage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202		303-295-0202		sabelman@seagewilliams.com	Counsel to Mercedas-Benz U.S.
Canill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000	732-205-6777	jonathan.greenberg@canillgordon.com	International, Inc.
Canill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005		212-701-3000	212-269-5420	rusadi@canill.com	Counsel to United Power, Inc.
Calinoff & Katz, LLP	Dorothy H. Martin-Raggio	140 East 45th Street	17th Floor	New York	NY	10017		212-826-9800	212-644-5123	rusadi@canill.com	Counsel to Engelhard Corporation
Carson Fischer, P.L.C.	Robert A. Weisberg	300 East Maple Road	Third Floor	Birmingham	MI	48009-6317		248-644-4840	248-644-1832	rlweisberg@carsonfischer.com	Counsel to Computer Patent
Carver LeMay & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	212-732-3232	ahcahn@carverlemay.com	Armulies Limited Partnership,
Carver LeMay & Milburn LLP	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	joel@carverlemay.com	Hydro Aluminum North America,
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Carver LeMay & Milburn LLP	Thomas D. Maxson	11 Shattuck Street		Pittsburgh	PA	15222-1318		412-267-4706	412-205-1837	tmaxson@carverlemay.com	Rockledge, Inc. Norsk Hydro
Carver LeMay & Milburn LLP	Joseph J. Vitale	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	jvitale@carverlemay.com	Canada, Inc. Enhart Technologies
Carver LeMay & Milburn LLP	Babette Cocchi									bbocchi@carverlemay.com	LL and Adell Plastics, Inc.
Carver LeMay & Milburn LLP	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	860-727-0361	srosen@carverlemay.com	Counsel to Cascade Die Casting
Carver LeMay & Milburn LLP	Amy Wood Malone	1812 Broadway		Nashville	TN	37203		615-251-0555	615-521-8555	amymalone@carverlemay.com	Group, Inc.
Carver LeMay & Milburn LLP	Bruce N. Elliott	350 South Main Street	Suite 400	Ann Arbor	MI	48104		734-971-8000	734-971-8001	elliott@carverlemay.com	Counsel to BorgWarner Turbo
Carver LeMay & Milburn LLP	Jeffrey C. Vidler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	302-658-0380	jvidler@carverlemay.com	Systems Inc., Metadyne Company,
Carver LeMay & Milburn LLP	Mark Lee, Janice Stanton,	411 West Putnam Avenue	Suite 225	Greenwich	CT	06830		203-862-8200	203-629-1977	mlee@carverlemay.com	Counsel to BorgWarner Turbo
Carver LeMay & Milburn LLP	Bill Raine, Seth Lax							(203) 862-8231	(203) 629-1977	braine@carverlemay.com	Systems Inc., Metadyne Company,

Delphi Corporation
2002 List

05-44481-1 rdd Doc 5947 Filed 11/29/06 Entered 11/29/06 17:21:05 Main Document
Page 74 of 92

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY/FUNCTION
Coolidge, Weil, Wonsley & Lombard Co. L.P.A.	Ronald S. Preiskin	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	Preiskin@coolilaw.com	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Coolidge, Weil, Wonsley & Lombard Co. L.P.A.	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	wachstein@coolilaw.com	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
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EXHIBIT M

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER GRANTING THIRD INTERIM APPLICATION OF BANNER & WITCOFF, LTD.,
INTELLECTUAL PROPERTY COUNSEL TO DELPHI CORPORATION, FOR
ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES

Upon consideration of the third interim application of Banner & Witcoff, Ltd. for allowance of interim compensation and reimbursement of expenses (the "Third Interim Banner Application") for professional services and expenses incurred during the period commencing June 1, 2006 through September 30, 2006; and a hearing having been held before this court to consider the Third Interim Banner Application on November 30, 2006; and notice having been given pursuant to the Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby:

ORDRED that the Third Interim Banner Application is granted to the extent set forth in Schedule "A."

Dated: New York, New York
November 30, 2006

United States Bankruptcy Judge
Southern District of New York

Case No. 05-4481(RDD)
Case Name: Delphi Corporation

CURRENT FEE PERIOD: February 1, 2006 through May 31, 2006

APPLICANT	DATE/DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Banner & Witcoff, Ltd.					
X					
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SCHEDULE A(1) USBJ					
DATE: November 30, 2006				INITIALS:	